



Signed and Filed: August 5, 2020

DENNIS MONTALI
U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a)
AND 328(a) AND FED. R. BANKR. P.
2014(a) AND 2016 FOR AUTHORITY TO
AMEND THE SCOPE OF THE
RETENTION OF
PRICEWATERHOUSECOOPERS LLP
AS MANAGEMENT, TAX, INTERNAL
ACCOUNTING, AND ADVISORY
CONSULTANTS TO THE DEBTORS
NUNC PRO TUNC TO PETITION DATE**

1 Upon the Application, dated July 22, 2020 [Docket No. 8495] (the “**Third Supplemental**
2 **Application**”),¹ of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the
3 “**Utility**”), as debtors and reorganized debtors (collectively, “**PG&E**” or the “**Debtors**”) in the above-
4 captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections 327(a) and 328(a) of title 11
5 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules
6 of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for authority to amend the scope of the retention
7 of PricewaterhouseCoopers LLP (“**PwC**”), as set forth more fully in the Third Supplemental Application,
8 as the Debtors’ management, tax, internal accounting, and advisory consultants, pursuant to the Court’s
9 order entered on May 24, 2019 [Docket No. 2230] (the “**Initial Retention Order**”), as amended by the
10 Court’s prior Orders entered on December 2, 2019 [Docket No. 4959] and April 13, 2020 [Docket
11 No. 6751]; and this Court having jurisdiction to consider the Third Supplemental Application and the
12 relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring Bankruptcy*
13 *Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy
14 Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy**
15 **Local Rules**”); and consideration of the Third Supplemental Application and the requested relief being
16 a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to
17 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Third Supplemental Application having
18 been provided to the parties listed therein, and it appearing that no other or further notice need be
19 provided; and this Court having reviewed the Third Supplemental Application, and the Bowman
20 Declaration; and upon the record of all of the proceedings had before the Court; and this Court having
21 found and determined that the relief sought in the Third Supplemental Application is in the best interests
22 of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal and
23 factual bases set forth in the Third Supplemental Application establish just cause for the relief granted
24 herein; and after due deliberation and sufficient cause appearing therefor,

25 **IT IS HEREBY ORDERED THAT:**

- 26 1. The Third Supplemental Application is granted as provided herein.

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28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such
terms in the Third Supplemental Application.

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2. The Initial Retention Order is amended to include the Third Supplemental Engagements.

3. To the extent the Third Supplemental Application is inconsistent with this Order, the terms of the Third Supplemental Engagements, as modified, if at all by this Order, shall govern.

4. This Order shall not be construed to bar any claims against PwC arising out of or in connection with prepetition services rendered to the Debtors on the basis of res judicata or any other doctrine or theory.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

**** END OF ORDER ****